

No. CGH 006/2024

March 15, 2024

Subject: The Notification for Exercise of the Warrants to Purchase New Ordinary Shares of Country Group Holdings Public Company Limited No.4 (CGH-W4) (The Last Exercise)

Attention: President
The Stock Exchange of Thailand

Regarding to Country Group Holdings Public Company Limited (“the Company”) has issued and offered the Warrants representing the rights to purchase ordinary shares 1,001,373,122 units to shareholders of the Company No.4 (CGH-W4) which could be exercised on the last business day of May and November of each calendar year throughout the term of the Warrants. The Last Exercise Date is scheduled on May 30, 2024.

The Company would like to provide the information regarding the notification of the intention to exercise the Warrants to Purchase New Ordinary Shares of Country Group Holdings Public Company Limited No.4 (CGH-W4) (The Last Exercise) as follows;

1. Period for Suspension of Trading of the CGH-W4 (Posting of SP Sign)

May 7, 2024 - May 30, 2024

2. Register Book Closing Date

May 9, 2024 - May 30, 2024

3. The expiry of CGH-W4

CGH-W4 will be deemed to be expired and will duly cease to be considered as listed securities from May 31, 2024 onward.

4. Notification Period for the Last Exercise of Warrant CGH-W4

May 15, 2024 - May 29, 2024 (only on the Company’s business days)

5. The Last Exercise Date of CGH-W4

May 30, 2024

6. Exercise Ratio and Price

1 unit of warrant will be entitled to purchase 1 ordinary share at the price of Baht 1.25 per share

The Company shall issue ordinary shares in a non-fractional number not exceeding the number of the unit of Warrants to be exercised times by the Exercise Ratio. If there is a fraction of ordinary shares that will be received from the exercise of Warrants, such fraction shall be disregarded. The calculation of the ordinary shares derived from the exercise of Warrants and the payment required for the exercising shall be in accordance with the following formulas:

Number of ordinary shares derived from the exercise of right (non-fractional number)

= number of the unit of Warrants to be exercised x Exercise Ratio

Payment required for the exercising (with two figures of decimal)

= number of ordinary shares derived from the exercise of Warrants x Exercise Price per share

For example: In the event where a Warrant Holder holds 20,200 units which if calculated in corresponding with the Exercise Ratio, the number of shares which to be received from the exercise will equal 20,200 shares [20,200 x 1 = 20,200]. The Warrant Holder shall pay the exercise price according to the specified amount of the shares being purchased equals to 40,400 baht [20,200 x 2 = 40,400] (with maximum two figures of decimal, if the third decimal equal to 0.005 or more, and round down if it less than 0.005) to the Company.

7. Venue for Exercise the right

Pi Securities Public Company Limited
Securities Register Department
No. 132, Sindhorn Tower 3, Level 20
Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok
Tel (66) 0-2205-7000 Ext. 2300, 2305, 2310 and 2311
Fax (66) 0-2252-7553

8. Documents and evidence for the notification for exercise of right to purchase ordinary shares

The Warrant Holders who wish to exercise the right to purchase the ordinary shares shall submit documents as follows:

8.1 Exercising via a Warrant Certificate or a Warrant Substitute

8.1.1 Submit the completed the notification form for exercise of right to purchase ordinary shares (the “**Form for exercise of right**”) signed by the Warrant Holders. The Warrant Holders may obtain the Form to exercise of right at the Securities Register Department of Pi Securities Public Company Limited or download the form from the Company’s website (www.cgholdings.co.th)

8.1.2 Deliver the Warrant Certificate or the Warrant Substitute as per the form prescribed by the Thailand Securities Depository Company Limited (“TSD”) in the amount specified in the Form for exercise of right to the Securities Register Department of Pi Securities Public Company Limited

8.2 Exercising in the Scripless system

The Warrant Holders who wish to exercise the Warrants must notify and submit to its broker a completed form to issue the Warrant Certificate or the Warrant Substitute as per the form prescribed by TSD. The broker will then inform TSD in order to issue the Warrant Certificate or issue the Warrant Substitute so as to be used as evidence for exercising the right to purchase the Company's ordinary shares.

8.3 Supporting Documents for the exercise of the Warrants

1) Thai Individual

A certified copy of identification card that has not expired or, in the case there is no identification card, a certified copy of house registration containing the 13-digit identification number or a certified copy of any other official document containing the 13-digit identification number may be submitted. (In the case of change of first name / last name, which causes a disparity in the first name / last name appeared in the Warrants, a certified copy of other relevant official documents, such as marriage certificate, divorce certificate or certificate of change of first name / last name, must also be submitted)

2) Foreign Individual

A certified copy of passport or an alien certificate that has not expired

3) Thai juristic person

3.1) A copy of the affidavit issued by the Ministry of Commerce no more than 6 months prior to exercised date, certified by the authorized person(s), and affixed with the seal of the juristic person (if any), and

3.2) A certified copy of identification card or a certified copy of passport (as the case may be) that has not expired of such authorized person(s) of the juristic person

4) Foreign juristic person

4.1) A copy of the certificate of establishment / incorporation or memorandum of association or affidavit, issued no more than 6 months prior to the Exercise Date, certified by the authorized person(s) of such juristic person and affixed with the seal of the juristic person (if any), and

4.2) A certified copy of passport or alien certificate (as the case may be) that has not expired of the authorized person(s) of the juristic person

A copy of the document for the notification to exercise of right of the foreign juristic person as specified in Clause 4.1) and Clause 4.2) above, certified by authorized person(s), must be notarized by notary public and then authenticated by an official of the Thai embassy or of the Thai Consular in the country where the documents are prepared or certified, which has no more than 6 months prior to the Exercise Date.

9. Payment Method

The Warrant Holders who wish to exercise the rights to purchase the ordinary shares shall make the payment according to the amount specified in the form for exercise of right as follow:

9.1 Personal cheque, bill of exchange (draft) or bank cheque (cashier's cheque), or payment order from the bank which payment must be collectible within 1 business day by the clearing house in Bangkok and the date on the cheque must not be later than May 24, 2021, crossed and payable to **"COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED FOR ORDINARY SHARE SUBSCRIPTION"**. The documents and evidence for the notification for exercise of right to this Clause shall be submitted the Securities Register Department of Pi Securities Public Company Limited not later than 11:00 a.m. of May 27, 2024

9.2 Cash payment to Bank account of the Company,

Bank:	Siam Commercial Bank Public Co., Ltd.
Branch:	Wireless Road
Account name:	"COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED FOR ORDINARY SHARE SUBSCRIPTION"
Type of account:	Current account
Account No.:	049-3-14362-9

The deposit slip must be submitted together with the documents and evidence for the notification for exercise the right, and those shall be submitted the Securities Register Department of Pi Securities Public Company Limited not later than 3:00 p.m. of May 29, 2024.

The exercise of rights to purchase the ordinary shares shall be completed only when the Company collects the payment of such shares. If the Company cannot collect such payment for any case whatsoever other than its own fault, it will be deemed that such notification for exercise of right is nullified without being exercised.

The Company does not accept any subscription by mail and in cash.

10. Other conditions

10.1 The number of Warrants to be exercised shall be a non-fractional number only.

10.2 If the Company receives an incomplete or incorrect Warrant Certificate or Warrant Substitute, or if the payment received by the Company in an amount less than that specified in the form for the notification for exercise of right, or if the Company finds any incomplete or incorrect details in such form or the stamp duties attached (if any) are incomplete according regulations or laws, it will be deemed that the notification of the intention to exercise the Warrant is nullified without being exercised; in this regard, the Company shall return money received to such Warrant Holder within 10 business days after the Exercise Date without any interest in whatsoever case. Unless the Warrant Holder has amended such incorrectness or incompleteness prior to the last date of the period for the notification for exercise of right.

However, in the case that the Warrant Holder overpay or underpay the share price being exercised, the Company is entitled to take one of these following actions as the Company deems appropriate:

(a) The Company may deem that the notification for exercise the right is corresponding to (i) the number of ordinary shares which shall be received according to the rights; or (ii) the number of ordinary shares to be received according to the payment made on such exercise that the Company actually receives as per the exercise price and exercise ratio at that time (whichever amount is lower); or

(b) The Company may require the Warrant Holder to make additional payment in full according to his/her intention to exercise within the period for the notification for exercise the right. If the Company does not receive the payment in full within such a period, the Company shall deem that the notification for exercising the right is nullified without being exercised.

In the case of (a) or (b) above, the Company shall send the remaining amount, or all the amount received, as the case maybe, without any interest to the Warrant Holder by registered mail within 10 business days after the exercise date.

10.3 The Warrant Holders shall bear the stamp duty or any tax (if any) in accordance with the Revenue Code, any regulations or any law governing the exercise of such rights under the Warrants.

Please find other details and conditions in the Warrant Covenants of Rights and Duties of the Issuer and the Holders of Warrants representing rights to purchase ordinary shares of Country Group Holdings Public Company Limited No.4 (CGH-W4).

Please be informed accordingly.

Sincerely yours,

-Signature-

(Mr. Tommy Taechaubol)

Director and Chief Executive Officer